

RECORDATION NO. 21090-B FILED

NOV 08 '04 3-45 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 8, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Assignment, dated as of November 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Summary of Lease Assignment which was previously filed with the Board under Recordation Number 21090-A.

The name and address of the party to the enclosed document are:

Assignee: Bank of Tokyo – Mitsubishi (Canada)
2100 South Tower
Royal Bank Plaza
Toronto Ontario M5J 2J1
Canada

[Assignor: Summer Street Capital Trust
c/o TD Trust Company
Commercial Union Tower
100 Wellington Street West,
Toronto, Ontario M5K 1A2
Canada]

Mr. Vernon A. Williams
November 8, 2004
Page 2

A description of the railroad equipment covered by the enclosed document is:

300 center beam flat cars: CN 623800 – CN 624099.

A short summary of the document to appear in the index is:

Partial Termination of Lease Assignment.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

(Groups II & III)

RECORDATION NO.

21090-B
FILED

NOV 08 '04

3-45 PM

PARTIAL TERMINATION OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF LEASE ASSIGNMENT dated as of November 1, 2004 by **Bank of Tokyo-Mitsubishi (Canada)** (the "Assignee") with reference to the following:

1. **Global Capital Trust** (predecessor-in-interest to the Assignee) and **Summer Street Capital Trust** (the "Assignor") (a trust established under the laws of Ontario pursuant to a declaration of trust made by **TD Trust Company**, a trust company established under the laws of Canada) entered into an Assignment of Lease dated as of December 11, 1997 (the "Assignment") whereby, among other things, the Assignor assigned to the Assignee a security interest in all of the Assignor's right, title and interest in the Lease (as defined below);

2. Evidence of the Assignment, by way of a Summary of Lease Assignment dated as of December 11, 1997 between the Assignor and the Assignee, was: (i) filed at the Surface Transportation Board ("STB") on December 19, 1997 at 1:08 P.M. under secondary recordation number 21090-A and (ii) deposited at the Registrar General of Canada ("RGC") on December 19, 1997 at 1:30 P.M. under document key 10647;

3. The Assignor and **Bombardier Finance Inc.** (the "Lessee") entered into a Lease of Railroad Equipment dated as of December 11, 1997 (the "Lease") covering: (i) three-hundred (300) hopper cars marked **CN 389000 to CN 389299 inclusive**, (ii) one-hundred fifty (150) center beam flat cars marked **CN 623800 through CN 623949 inclusive** (the "Group II Equipment") and (iii) one-hundred fifty (150) center beam flat cars marked **CN 623950 through CN 624099 inclusive** (the "Group III Equipment");

4. Evidence of the Lease, by way of a Summary of Lease dated as of December 11, 1997 between Lessor and Lessee, was: (i) filed at the STB on December 19, 1997 at 1:08 P.M. under primary recordation number 21090 and (ii) deposited at the RGC on December 19, 1997 at 1:30 P.M. under document key 10649; and

5. In respect of the Group II Equipment and the Group III Equipment only, the Assignee desires to set forth for the public record the matters specified below.

NOW THEREFORE, for good and valuable consideration, the Assignee hereby (i) terminates the Assignment (other than such indemnity and other provisions which by their nature are designed to survive the termination thereof) in respect of the Lease to the extent applicable to the Group II Equipment and the Group III Equipment only and (ii) releases any security interests in the Lease to the extent applicable to the Group II Equipment and the Group III Equipment only, all effective as of the day and year first above written.

[Execution on next page.]

IN WITNESS WHEREOF, the Assignee has executed this Partial Termination of Lease Assignment by its officer thereunto duly authorized.

Bank of Tokyo-Mitsubishi (Canada)

By: Amos Simpson
Name: Amos Simpson
Title: Sr. Vice-President and General Manager

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 24th day of October, 2004, before me personally appeared Amos W. Simpson, to me personally known, who, being by me duly sworn, says that he is Sr. Vice-President and General Manager of Bank of Tokyo-Mitsubishi (Canada), that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

(Seal) JOHN LAMONT
 Commissioner for Oaths
 Commissaire à l'Assermentation
 Province of Quebec
 Expires September 14, 2007

John Lamont
Commissioner for Oaths
My commission expires: 9/14/07